

Dec-01-00 01:56
Division of Corporations

From: BAKER & HOSTETLER, LLP

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LIMITED PARTNERSHIP AMENDMENT
TEMPUS RESORTS MANAGEMENT, LTD.

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Baker & Hostetler LLP
200 S. Orange Ave., Suite 2300
Orlando, Florida 32801
(407) 649-4000

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEMPUS RESORTS MANAGEMENT, LTD**

Pursuant to the requirements of Sections 620.109 Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Certificate of Limited Partnership of Tempus Resorts Management, Ltd. (the "Partnership"), which Partnership certificate was filed under the laws of the State of Florida on August 6, 1998 under document number A98000001890:

1. The sole general partner of the Partnership has proposed a change in Paragraph (4) of the Certificate of Limited Partnership. Therefore, Paragraph 4 of the Partnership's Certificate of Limited Partnership shall be deleted in its entirety and the following inserted in its place:

"(4) General Partner: The name and business address of the sole general partner of the Partnership is as follows:

Name:

TPI Holdings, LLC

Address:

7380 Sand Lake Road, Suite 600
Orlando, Florida 32819

2. This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

3. All other provisions of the Partnership's Certificate of Limited Partnership shall remain in full force and effect, unaltered except as expressly provided above.

DATED this 30th day of September, 2000.

TPI HOLDINGS, LLC, a Florida
limited liability company

By: Tempus Palms International, Ltd.
a Florida limited partnership

By: Tempus Marketing International, Inc.
a Florida corporation, its general partner

By: [Signature]
Roger Farwell

As its: President

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